

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ROBERT M. GERBER, AS TRUSTEE OF
THE ROSALIE GERBER TRUST, ET AL,

Plaintiffs,

V.

ROBERT S. BOWDITCH, JR., ET AL.

Defendants.

CIVIL ACTION
NO. 05-10782-DPW

DEFENDANTS' INITIAL DISCLOSURES PURSUANT TO FED.R.CIV.P. 26(a)(1)

Defendants hereby provide the following initial disclosures pursuant to Fed.R.Civ.P. 26(a)(1). Defendants reserve the right to supplement these disclosures.

I. Individuals Likely To Have Discoverable Information That Defendants May Use to Support Their Defenses.

- (a) Robert S. Bowditch, Jr.
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000
- (b) Gerald Slavet
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000
- (c) Steven Rioff
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000
- (d) BSR Associates
c/o Donald J. Savery, Esq.

Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000

Messrs. Bowditch, Slavet, and Rioff, and BSR Associates are likely to have discoverable information regarding the following: the relationship between Plaintiffs and Defendants; the September 30, 2004 letter (the "Tender Offer") and subsequent purchase and sale of limited partner interests; the operation and management of Old Salem Associates Limited Partnership (the "Partnership") and the four multi-unit rental housing projects owned by the Partnership (the "Project"); the participation of the Partnership in HUD and Massachusetts Housing Finance Agency ("MassHousing") programs.

(e) MB Management Company
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000

(f) Stephen Roberts
MB Management Company
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000

(g) Kevin Baptista
MB Management Company
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000

MB Management Company, and Messrs. Roberts and Baptista are likely to have discoverable information regarding the following: the relationship between Plaintiffs and Defendants; the Tender Offer and subsequent purchase and sale of limited partner interests; the operation and management of the Partnership and the Project; the participation of the Partnership in HUD and MassHousing programs.

(h) Patrick Wolfgang

MB Management Company
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000

- (i) Vernon Clow
MB Management Company
c/o Donald J. Savery, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Telephone: 617.951.8000

Messrs. Wolfgang and Clow are likely to have discoverable information regarding the Project and management of the Project, including the condition of the Project, maintenance of the Project, and issues concerning the leasing of Project housing units.

- (j) U.S. Department of Housing & Urban Development
Thomas P. O'Neill, Jr. Federal Building
10 Causeway St. - 3rd Floor
Boston, MA 02222-1092
Telephone: 617.994.8380

The U.S. Department Of Housing & Urban Development ("HUD") is likely to have discoverable information regarding the following: HAP contracts and federal and local programs generally, and the Partnership's HAP contracts and participation in any such programs.

- (k) Massachusetts Finance Housing Agency
One Beacon Street
Boston, MA 02108
Telephone: 617-854-1000

MassHousing is likely to have discoverable information regarding the following: HAP contracts and federal and local programs generally, and the Partnership's HAP contracts and participation in any such programs.

- (l) Robert M. Gerber
157 Riverside Ave.
Westport, CT 06880
Telephone: 203-226-6728

- (m) William J. Gilligan
340 N. Adams Rd.
Oak Brook, IL 60521
Telephone: 630-323-6958
- (n) Jayne Gilligan
340 N. Adams Rd.
Oak Brook, IL 60521
Telephone: 630-323-6958
- (o) Sanford R. Hoffman
11534 East Del Timbre Dr.
Scottsdale, AZ 85259
Telephone: 480-767-8403
- (p) Beth L. Hoffman
11534 East Del Timbre Dr.
Scottsdale, AZ 85259
Telephone: 480-767-8403
- (q) James D. Burns
2200 Fourth Avenue
Seattle, WA 98102
Telephone: presently unknown

The individuals listed in (l) through (q) above are likely to have discoverable information regarding the following: the relationship between Plaintiffs and Defendants; the Tender Offer and subsequent sale of Partnership interests; the operation and management of the Partnership and the Project; the participation of the Partnership in HUD and MassHousing programs.

- (r) Additional Partnership limited partners (the identity of additional limited partners is withheld pending entry of a protective order preserving the confidentiality of such information)

One or more limited partners of the Partnership are likely to have discoverable information regarding the following: the Tender Offer and subsequent sale of Partnership interests; and the operation and management of the Partnership and the Project; and the participation of the Partnership in HUD and MassHousing programs.

- (s) CWCapital LLC
One Charles River Place
63 Kendrick Street
Needham, MA 02494

CWCapital is likely to have discoverable information regarding a July 2004 financing estimate.

II. Categories of Documents Which May Be Used to Support Defendants' Defenses.

Defendants may rely upon the following categories of documents within their possession, custody, or control to support their defenses:

- (a) Documents regarding the formation of the Partnership, including the Limited Partnership Agreement and other organizational documents;
- (b) Documents regarding the operation and management of the Project and the Partnership, including income and expenses, anticipated income and expenses, and assets and liabilities of the Partnership, including financial statements and budgets;
- (c) Correspondence between the parties and their representatives;
- (d) Documents concerning the September 30, 2004 Tender Offer and the purchase and sale of Partnership interests of Plaintiffs;
- (e) Documents concerning the Partnership's involvement in HUD and MassHousing programs, including application, contracts, and related communications; and
- (f) Documents concerning a July 2004 financing estimate issued by CWCapital LLC.

III. Insurance Agreements

There are no insurance agreements within Defendants' possession, custody, or control under which any person carrying on an insurance business may be liable to satisfy all or part of a judgment that may be entered in this action or to indemnify or reimburse for payments made to satisfy any such judgment.

Respectfully submitted,

**ROBERT S. BOWDITCH, JR., GERALD
SLAVET, STEVEN RIOFF, and BSR
ASSOCIATES,**

By their attorneys,

/s/ Donald J. Savery

Steven W. Hansen, BBO #220820

Donald J. Savery, BBO #564975

Christina Davilas, BBO #655477

BINGHAM McCUTCHEN LLP

150 Federal Street

Boston, MA 02110-1726

(617) 951-8000

Dated: October 4, 2005

CERTIFICATE OF SERVICE

I, Christina N. Davilas, hereby certify that on this 4th day of October, 2005, I served the foregoing document by causing a true copy of same to be delivered by first-class mail to counsel for the Plaintiffs.

/s/ Christina N. Davilas
Christina N. Davilas